

WC - 04-326

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August 16, 2004

VIA COURIER

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

**Re: In the Matter of Global Tel*Link Corporation and Gores Portfolio Holdings, Inc.
Application For Authority Pursuant to Section 214 of the Communications Act of
1934, as Amended, for the Transfer of Control of Global*Tel Link Corporation, an
Authorized U.S. International and Domestic Communications Common Carrier**

Dear Ms. Dortch:

Global Tel*Link Corporation ("Global") and Gores Portfolio Holdings, Inc. ("Gores" together with Global, "Applicants"), by undersigned counsel, hereby submit an application for Commission approval to transfer control of Global to Gores. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing the Combined Application electronically via the International Bureau's Electronic Filing System ("IBFS").

Applicants also submit a completed Fee Remittance Form 159 containing a VISA credit card number and expiration date for payment, in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules. A copy of the Fee Remittance Form 159 is being submitted to the Mellon Bank in Pittsburgh, Pennsylvania along with the Application.

Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Jean L. Kiddoo
Edward S. Quill, Jr.

Counsel to Applicants

Enclosure

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

152576

(1) LOCKBOX # 358145		FCC/MELLON AUG 16 2004		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin Shereff Friedman, LLP				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street NW					
(5) STREET ADDRESS LINE NO. 2 Suite 300					
(6) CITY Washington				(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004-3539-00				(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Global Tel*Link Corporation					
(14) STREET ADDRESS LINE NO. 1 2609 Cameron Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Mobile				(17) STATE AL	(18) ZIP CODE 36608
(19) DAYTIME TELEPHONE NUMBER (include area code) (800) 489-4500				(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0003-7349-85				(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>M. Renee Britt</u> DATE <u>08/16/04</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described. SIGNATURE _____ DATE _____					

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
)

Global Tel*Link Corporation,)
Transferor)
)

and)

Gores Portfolio Holdings, Inc.)
Transferee)
)

Application For Authority Pursuant to Section)
214 of the Communications Act of 1934,)
as Amended, for the Transfer of Control of)
Global*Tel Link Corporation,)
an Authorized U.S. International and Domestic)
Communications Common Carrier)
)

File No. ITC-T/C-2004_____

WCB Docket No. 04_____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Global Tel*Link Corporation ("Global") and Gores Portfolio Holdings, Inc. ("Gores" together with Global, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.18 of the Commission's rules, 47 C.F.R. §§ 63.04 & 63.18, respectfully request authority to transfer control of Global to Gores. In particular, Gores has entered into a Stock Purchase Agreement dated as of July 16, 2004 ("Agreement") with Global's immediate corporate parent and sole current shareholder, Schlumberger Technologies, Inc. ("Schlumberger"). Pursuant to the Agreement, Gores will purchase 100 percent of the stock of Global. As a result of that transaction, Global will become

a direct, wholly owned subsidiary of Gores. Because the proposed transaction is purely a stock sale, the transaction will not affect the rates, terms or conditions under which Global provides service. Indeed, the proposed transaction will be entirely transparent to end users of Global's services in terms of the services they receive.

B. Joint Application is Eligible for Streamlined Processing

Applicants respectfully submit that this Joint Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to the domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) to the extent that Applicants or their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and; (3) none of the Applicants or their Affiliates are dominant with respect to any U.S. domestic service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(c)(1)(v) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1)(v).

In support of this Joint Application, Applicants provide the following information:

II. DESCRIPTION OF THE TRANSACTION

Gores and Schlumberger, Global's direct corporate parent, have entered into a Stock Purchase Agreement dated as of July 16, 2004. Pursuant to that Agreement, the Parties propose to complete a transaction (the "Transaction") whereby Gores will acquire all of the outstanding

stock of Global and as a result, Global will become a direct subsidiary of Gores. An illustrative chart of the proposed Transaction is provided in Exhibit A.

Because the proposed Transaction will be completed as a stock transaction at the shareholder level, the Parties expect that the proposed Transaction will be entirely transparent to consumers of Global's services. As a stock transaction affecting only the ownership of Global, the proposed Transaction will not result in any adverse change in the assets Global uses to provide service or Global's day-to-day operations. Furthermore, although on-going rate and other proceedings, all of which are extraneous to the proposed Transaction, may continue to affect Global's rates and operations (whether or not the Transaction is consummated), Global does not anticipate that the proposed Transaction will itself have any effect on Global's rates, terms or conditions of service. As a result, the proposed Transaction will not directly affect any end user customers or the Global services they currently receive.

III. PUBLIC INTEREST STATEMENT

Gores's acquisition of Global through Gores's acquisition of the stock of Global, serves the public interest in promoting competition among telecommunications providers by providing Global access to the financial and operational resources required to strengthen its position in the telecommunications marketplace nationwide. The principal effect of the proposed Transaction will be financial and no Gores affiliate currently provides inmate only services. As a result, Gores's acquisition of Global will not result in any consolidation of inmate only providers. The proposed Transaction is expected to allow Global to remain competitive in the provision of such services and ensure that entities and institutions that purchase inmate only services continue to have a choice of high-quality service providers.

The proposed Transaction will also ensure that Global will continue to have access to the financial resources that it needs to implement its business strategies while continuing to provide high quality services to existing consumers. Moreover, the proposed Transaction will allow Applicants to combine their complementary management teams to create a company better equipped to accelerate its growth as a competitive telecommunications service provider. In sum, the proposed Transaction is expected to enhance the ability of Global to provide high quality telecommunications services which should benefit consumers of inmate only telecommunications services.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules, in support of this application Applicants submit the following information:

(a) Name, address and telephone number of each Applicant:

Transferor

Global Tel*Link Corporation (FRN #0003734985)
2609 Cameron Street
Mobile, AL 36608
(800) 489-4500 (Tel)
(251) 375-2049 (Fax)

Transferee

Gores Portfolio Holdings, Inc. (FRN #0011395050)
10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
(310) 209-3010 (Tel)
(310) 209-3310 (Fax)

(b) Jurisdiction of Organizations:

Global Tel*Link is corporation organized and existing under the laws of Delaware.

Gores is a corporation organized and existing under the laws of Delaware.

- (c) **Correspondence concerning this Application should be sent to:**

For the Applicants

Jean L. Kiddoo
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street NW
Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)
JLKiddoo@swidlaw.com (E-Mail)
ESQuill@swidlaw.com (E-mail)

with copies to:

Brent Bradley
Vice President and Assistant General Counsel
Gores Technology Group
10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
(310) 209-3010 (Tel)
(310) 209-3310 (Fax)

and:

Luis Nóbrega
Corporate Counsel
Schlumberger Limited
153 East 53rd Street, 57th Floor
New York, New York 10022-4624
(212) 350-9504 (Tel)
(212) 350-9401 (Fax)

- (d) Global Tel*Link Corporation holds blanket domestic Section 214 authority, and is authorized to provide facilities-based and resold international services pursuant to Section 214 authority granted in FCC File No. ITC-214-19970128-00044. Gores Portfolio Holdings, Inc. does not directly hold any Section 214 authority.
- (f) Not applicable.
- (g) Not applicable.

(h) Following the completion of the proposed Transactions, the following entities will directly or indirectly own 10% or more of Global.

(1) The following entities will own or control ten percent (10%) or more of the equity of **Global Tel*Link Corporation**:

Name: Gores Portfolio Holdings LLC
Address: 10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Holding Company

(2) The following entities will own or control ten percent (10%) or more of the equity of **Gores Portfolio Holdings LLC**:

Name: Gores Alternative Investments I, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 25%
Principal Business: Investment Fund

Name: Gores Alternative Investments II, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 25%
Principal Business: Investment Fund

Name: Gores Co-Invest Partnership, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 17.5%
Principal Business: Investment Fund

- (3) The following entity will own or control **Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:**

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner (all three limited partnerships)
Principal Business: Private Equity/Mergers & Acquisitions

- (4) The following entity will own or control **Gores Capital Advisors, LLC:**

Name: Gores Technology Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Private Equity/Mergers & Acquisitions

- (5) The following entity will own or control **Gores Technology Group, LLC:**

Name: Alec E. Gores
Address: c/o Gores Technology Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Individual

- (6) Other than the foregoing, following the transaction, no other person or entities will directly or indirectly own or control ten percent (10%) or more of the equity of Global.

Immediately following the transaction, Global will have no interlocking directors with foreign carriers.

- (i) Gores certifies that it is not a foreign carrier. Gores has no affiliations within the meaning of Section 63.09 of the Commission's rules with a foreign carrier.
- (j) Gores certifies that it does not seek to provide international telecommunications services to any country in which it is a foreign carrier, affiliated with a foreign carrier or any entity that owns 25 percent of Gores is a foreign carrier.
- (k) This section is not applicable as no countries are identified in subsection (j), above.

- (l) This section is not applicable as Gores certifies that is not intend to resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to other countries where Gores has foreign carrier affiliations.
- (m) This section is not applicable as Gores is neither a foreign carrier nor affiliated with one.
- (n) Gores and Global certify that neither has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and neither will enter into such agreements in the future.
- (o) Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301.
- (p) Applicants submit that this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12 as neither Applicant is affiliated with a foreign carrier in a destination market. *See*, 47 C.F.R. §63.12(c)(1) (streamlined processing shall not apply where applicant is affiliated with a foreign carrier).

V. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63.04(b)

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth under paragraphs (a)(6) through (a)(12) of Section 63.04.

- (a)(6) A description of the proposed Transactions is set forth in Section II above.
- (a)(7) In addition to providing interstate services, Global provides intrastate service in all states except Alaska, Delaware, Kansas, New Hampshire, New Jersey, North Carolina, South Dakota and Utah. Global primarily provides inmate and debit card services. Gores does not provide telecommunications services.
- (a)(8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions: (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act –

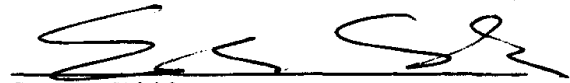
"Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) to the extent that Applicants and their Affiliates provide U.S. local exchange services or exchange access services, those services are provided only in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and; (3) none of the Applicants or their Affiliates are dominant with respect to any U.S. domestic service.

- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.
- (a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transactions as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section III above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request expedited treatment to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



Jean L. Kiddoo
Edward S. Quill, Jr.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)

Counsel for the Applicants

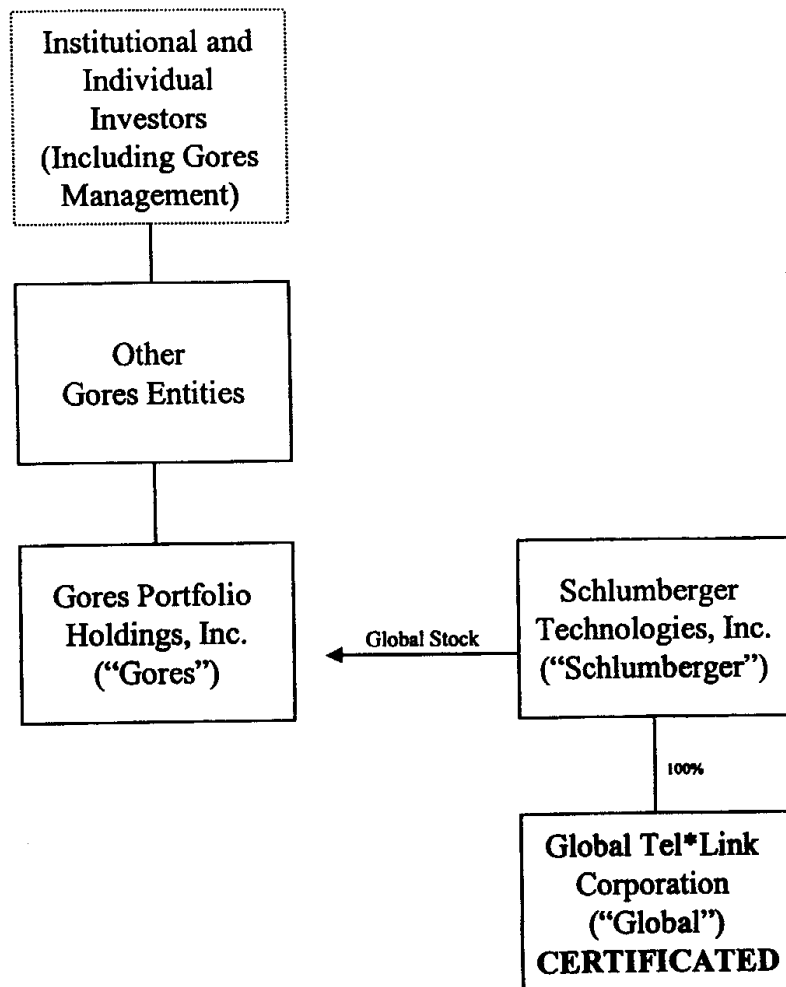
Dated: August 16, 2004

Exhibit A

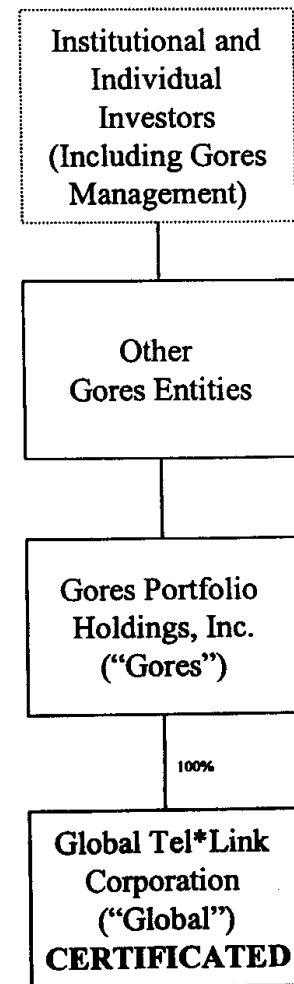
Illustrative Chart

Exhibit A: Illustrative Chart

Pre-Transaction



Post-Transaction



Verifications

VERIFICATION

STATE OF ALABAMA

)

ss:

)

CITY OF MOBILE

)

I, Craig Ferguson, being first duly sworn, state that I am President of Global Tel*Link Corporation, an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Global Tel*Link Corporation; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Craig Ferguson
President
Global Tel*Link Corporation

Sworn and subscribed before me this 26th day of July, 2004.



Notary Public

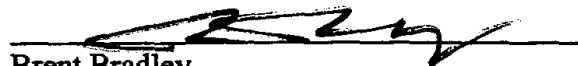
My commission expires July 16, 2007

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: July 16, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS


VERIFICATION

STATE OF CALIFORNIA)
) ss:
CITY OF LOS ANGELES)

I, Brent Bradley, being first duly sworn, state that I am Vice President and Assistant Secretary of Gores Portfolio Holdings, Inc., an Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Gores Portfolio Holdings, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.


Brent Bradley
Vice President and Assistant Secretary
Gores Portfolio Holdings, Inc.

Sworn and subscribed before me this 2nd day of August, 2004.


Notary Public

My commission expires May 16, 2007

